

## **CONSTITUTION**

### **AUSTRALIAN PERFORMING ARTS CENTRES LIMITED Trading as Performing Arts Connections Australia**

## **CONTENTS**

- 1. NAME**
- 2. OBJECTIVES**
- 3. RULES OF THE COMPANY**

**Including**

**Appendix 1: Form of appointment of Proxy**

## **1. NAME**

The name of the company shall be the Australian Performing Arts Centres Limited hereinafter referred to as the Company.

## **2. OBJECTS**

The Company's primary object is to promote arts and culture. In furtherance of the Company's primary object, the objects of the Company specifically include:

- 2.1 To advocate for, promote and contribute to, the professional presentation of performing arts.
- 2.2 To facilitate the bringing together of artists and audiences.
- 2.3 To be an industry leader in the creation, facilitation, and touring of professional performing arts programmes.
- 2.4 To foster ethical standards and effective business practices in performing arts presenter operations and management.
- 2.5 To contribute to the professional development of personnel involved in the operation of performing arts centres and in the creation, presentation, and management of performing arts.
- 2.6 To contribute to the promotion of activities which will enable members to develop audiences and performing arts activity in their own communities.
- 2.7 To develop and/or disseminate and exchange information on the management of performing arts centres and the presentation of the performing arts and related programs.
- 2.8 To promote the freedom of artistic expression and the pursuit of excellence within the performing arts.
- 2.9 To encourage cultural and aesthetic diversity within the performing arts.
- 2.10 To extend the performing arts marketplace and stimulate the integration of the performing arts into the fabric of society.

**AUSTRALIAN PERFORMING ARTS CENTRES  
LIMITED**

**RULES OF THE COMPANY  
TABLE OF PROVISIONS**

## APPENDIX 1

### FORM OF APPOINTMENT OF PROXY

I, \_\_\_\_\_(name)

being the voting representative of \_\_\_\_\_(member venue)

which is a full financial member of the Australian Performing Arts Centres Limited trading as Performing Arts Connections Australia hereby appoint

\_\_\_\_\_(name of proxy)

being the voting representative of \_\_\_\_\_(member organisation) which is a full financial member of the Australian Performing Arts Centres Limited trading as Performing Arts Connections Australia as my proxy to vote for me on my behalf at the Annual General Meeting of the Company.

\_\_\_\_\_

Signature of member appointing proxy

\_\_\_\_\_

Name in capital letters

NB: No member or voting representative can hold more than five proxies

## PART 1 – PRELIMINARY

### 1. Interpretation

1.1 In these rules, unless a contrary intention appears:

- *ACNC Act* means the Australian Charities and Not-for-profits Commission Act 2012 (Cth);
- *Corporations Act* means the Corporations Act 2001 (Cth)
- *deductible gift recipient* has the meaning given in the Tax Act;
- *financial year* means the year ending on June 30;
- *General Meeting* means a meeting of members and includes the annual general meeting, under clause 22;
- *gift* means a donation, contribution, gift, settlement, benefaction or other voluntary transfer or disposition of money, money's worth, property or benefits and whether inter vivos or by will;
- *initial member* means a person who was a member of Australian Performing Arts Centres Association Incorporated immediately prior to the registration by the Australian Securities and Investments Commission of the company as a company limited by guarantee;
- *member* means a member, however described, of the Company;
- *ordinary Board member* means a member of the Board of Management who is not an office-bearer of the Company as referred to in clause 18.1;
- *public gift fund* means the fund established under clause 37;
- *public gift fund management committee* means a committee constituted under clause 38;
- *registered charity* means a charity that is registered under the ACNC Act;
- *responsible person* means an individual who because of their tenure or some public office or their professional standing, have an underlying community responsibility, as distinct from obligations solely in regard to the cultural objectives of the Company, and includes, without limitation, Justices of the Peace, trustees or board members of a non-profit school or college, judges, magistrates, solicitors, accountants (must be CPA, ASA, NIA or ICA registered), directors/senior executives of large companies (must be listed on the Australian Stock Exchange), medical practitioners and other professional persons (must belong to a professional body, which has a professional code of ethics and rules of conduct, e.g. Medical Registration Board), teachers in senior positions, school principals, senior academics (professors, deans, principal lecturers, as well as appointments made by chancellors), persons holding public or elected office, people with honours (AO, AM, OBE etc) or an individual who is approved as a responsible person by the Commissioner of Taxation;
- *Secretary* means the person or, where no such person or, where such person holds that office, the Public Officer of that Company;

- *surplus assets* means any assets of the Company that remain after paying all debts and other liabilities of the Company, including the costs of winding up; and
  - *Tax Act* means Income Tax Assessment Act 1936 (Cth) and the Income Tax Assessment Act 1997 (Cth).
- 1.2 In these rules –
  - 1.2.1 a reference to a function includes a reference to a power, authority and duty: and
  - 1.2.2 a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty.
- 1.3 The provisions of the Interpretations Act 1967 apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.
- 1.4 While the Company is a registered charity, the ACNC Act and the Corporations Act override any clauses in this constitution which are inconsistent with those Acts.
- 1.5 If the Company is not a registered charity (even if it remains a charity), the Corporations Act overrides any clause in this constitution which is inconsistent with that Act.
- 1.6 A word or expression that is defined in the Corporations Act, or used in that Act and covering the same subject, has the same meaning as in this constitution.
- 1.7 In this constitution, reference to an Act includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act (such as regulations).

## **2. Type of company**

- 2.1 The Company is a not-for-profit public company limited by guarantee which is established to be, and to continue as, a charity.

## **3. Charitable Powers**

- 3.1 Subject to clause 4, the Company has the following powers, which may only be used to carry out its purpose(s) set out in clause 2:
  - 3.1.1 the powers of an individual, and
  - 3.1.2 all the powers of a company limited by guarantee under the Corporations Act.

## **4. Not-for-profit**

- 4.1 The Company must not distribute any income or assets directly or indirectly to its members, except as provided in clauses 4.2 and 48.
- 4.2 Clause 4.1 does not stop the Company from doing the following things, provided they are done in good faith:

- 4.2.1 paying a member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the Company, or
- 4.2.2 making a payment to a member in carrying out the Company's charitable purpose(s).

## **PART 2 – MEMBERSHIP**

### **5. Membership Qualifications**

- 5.1 A person is qualified to be a member if –
  - 5.1.1 the person is an initial member; or
  - 5.1.2 the person is an organisation or individual with a professional involvement in the performing arts that supports the objectives listed in the Constitution of the Company.
  - 5.1.3 the person-
    - (a) has applied or been nominated for membership in accordance with subrule 6.1; and
    - (b) has been approved for membership of the Company and deemed eligible in a membership category by the Board of Management.
- 5.2 The members of the Company shall comprise:
  - 5.2.1 Ordinary Members: Ordinary members shall consist of performing arts presenters that facilitate the presentation of the performing arts as one of their primary functions. In addition, one performing arts presenter membership organisation in each state or territory may be an Ordinary member. Furthermore, any other individual or organisation with substantially similar objectives to those listed in the Constitution of the Company may be an Ordinary member (formerly Associate members).
  - 5.2.2 Affiliate Members: Affiliate members shall consist of consultants or providers whose central business is not the direct creation or promotion of the performing arts but who provide support services to other members.
  - 5.2.3 Honorary Life Members: Honorary Life members shall consist of certain individuals designated, on the recommendation of the Board, by the Company at a General Meeting in recognition of meritorious service to the Company or to the performing arts industry.
- 5.3 Each Honorary Life Membership shall be entitled to all the privileges of an Ordinary member but without payment of membership fees.
- 5.4 The Board of Management of the Company, in coordination with the Executive Director or such committee as may be established for purposes of considering membership issues, may establish additional membership categories and qualifications for the Company as required to ensure support for the purpose and objectives of the Company.
- 5.5 A member's voting representation shall be determined within the following categories.
  - 5.5.1 Each Ordinary member shall be entitled to one voting representative as

set out below.

- 5.5.2 The voting representative of a member organisation shall be the most senior staff member of that organisation or a staff member so nominated by that person.
- 5.5.3 The voting representative of a member being an individual shall be the member or a proxy appointed by that member in accordance with Rule 30.
- 5.6 Voting representatives shall be designated in writing to the Secretary of the Company not less than 14 days prior to the date set for the annual General Meeting by the senior staff member or other appropriate administrative officer of the organisation concerned.

## **6. Application for Membership**

- 6.1 An application from a person or organisation for membership of the Company:
  - 6.1.1 Shall be made, electronically via the Company's website form or by such means as determined by the Board of Management from time to time.
  - 6.1.2 Shall be nominated and seconded by such means as determined by the Board of Management from time to time.
  - 6.1.3 Shall include the written consent of the person nominated.
  - 6.1.4 Shall state the membership category to which the application refers.
  - 6.1.5 Shall be lodged with the Secretary of the Company, or a representative of the Secretary.
- 6.2 As soon as practicable after receiving an application for membership, the Secretary shall refer the application to the Board of Management.
- 6.3 Upon an application being approved by a majority vote at a meeting of the Board of Management, the Secretary shall move, with as little delay as possible, to notify the applicant in writing, that the application has been approved for membership of the Company in the category stated.
- 6.4 Following successful application for membership and upon receipt of the sum payable by or on behalf of the applicant as the first year's subscription, the Secretary shall enter the applicant's name in the Register of Members and, upon being so entered, the nominee shall become a member of the Company.
- 6.5 If the Board of Management reject an application, the Secretary must write to the applicant as soon as possible to tell them that their application has been rejected.

## **7. Membership Entitlements Not Transferable**

- 7.1 A right, privilege or obligation which a person has by reason of being a member of the Company:
  - 7.1.1 is not capable of being transferred or transmitted to another person and;
  - 7.1.2 terminates upon cessation of the person's membership.



## **8. Cessation of Membership**

- 8.1 A person ceases to be a member of the Company if the person:
  - 8.1.1 dies or, in the case of a body corporate, is wound up,
  - 8.1.2 resigns from membership of the Company,
  - 8.1.3 is expelled from the Company, or
  - 8.1.4 fails to renew membership of the Company within three months after the due date for payment, provided always that the membership may be re-instated by the payment of the appropriate fee plus any arrears that may be due.

## **9. Resignation of Membership**

- 9.1 A member is not entitled to resign from membership of the Company except in accordance with this rule.
- 9.2 A member who has paid all amounts payable by the member to the Company may resign from membership of the Company by first giving notice (being not less than 1 month, or if the Board of Management has determined a shorter period, that shorter period) in writing to the Secretary of the members intention to resign and, upon the expiration of the period of notice, the member ceases to be a member.
- 9.3 Where a person ceases to be a member, the Secretary shall make an appropriate entry in the Register of Members recording the date on which the member ceased to be a member.

## **10. Fees, Subscriptions and Levies**

- 10.1 The annual membership fees for each category of membership of the Company shall be determined by the Board of Management. Annual membership of the Company is a calendar year membership, beginning on 1 January and ending on 31 December of the same year.
- 10.2 The annual membership fee is payable:
  - 10.2.1 Except as provided by paragraph 10.2.2, before 1 January in any calendar year.
  - 10.2.2 Where a person becomes a member on or after 1 January in any calendar, before 1 January in each succeeding calendar year.
- 10.3 Every member shall pay to the Company any levies as deemed necessary by the Board of Management from time to time.

## **11. Members Guarantee**

- 11.1 The liability of a member to contribute towards the payment of debts and liabilities of the Company if the Company is wound up while the member is a member is limited:
  - 11.1.1 to such amount as may be required not exceeding one hundred dollars (\$100).
- 11.2 The members of the Company are not partners, nor are any liable for the acts or defaults of others.

## 12. Disputes

- 12.1 The dispute resolution procedure set out in this rule applies to disputes under these rules between:
  - 12.1.1 a member and another member; and
- 12.2 a member and the Company. The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- 12.3 If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties. That person must notify each party to the dispute, in writing, of the decision and give reasons for the decision as soon as reasonably practicable.
- 12.4 A party may appeal the decision by referring the decision to a reviewing body with appropriate jurisdiction agreed to by the parties.

## 13. Disciplining of Members

- 13.1 Where the Board of Management is of the opinion that a member:
  - 13.1.1 has persistently refused or neglected to comply with a provision of these rules: or
  - 13.1.2 has persistently and wilfully acted in a manner prejudicial to the interests of the Company, the Board of Management may, by resolution:
    - (a) expel the member from the Company; or
    - (b) suspend the member from such rights and privileges of membership of the Company as the Board of Management may determine for a specified period.
- 13.2 A resolution of the Board of Management under subrule 13.1 is of no effect unless the Board of Management, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of notice under subrule 9.3, confirms the resolution in accordance with this rule.
- 13.3 Where the Board of Management passes a resolution under subrule 13.1, the Secretary shall as soon as practicable, cause a notice in writing to be served on the member:
  - 13.3.1 Setting out the resolution of the Board of Management and the grounds on which it is based.
  - 13.3.2 Stating that the member may address the Board of Management at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
  - 13.3.3 Stating the date, place and time of that meeting; and
  - 13.3.4 Informing the member that the member may do either of both of the following:
    - (a) attend and speak at that meeting;
    - (b) submit to the Board of Management at or prior to the date of that meeting written representations relating to the resolution.
- 13.4 At a meeting of the Board of Management mentioned in subrule 13.2, the

Board of Management shall:

- 13.4.1 give to the member mentioned in subrule 13.1 opportunity to make oral representations;
  - 13.4.2 give due consideration to any written representation submitted to the Board of Management by that member at or prior to the meeting; and
  - 13.4.3 by resolution determine whether to confirm or to revoke the resolution of the Board of Management made under subrule 13.1.
- 13.5 Where the Board of Management confirms a resolution under subrule 13.4, the Secretary shall, within 7 days after that confirmation, inform the member of that confirmation and of the member's right of appeal under rule 14.
- 13.6 A resolution confirmed by the Board of Management under subrule 13.4 does not take effect-
- 13.6.1 until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right to appeal within that period; or
  - 13.6.2 where within that period the member exercises the right of appeal, unless and until the Company confirms the resolution in accordance with subrule 14.4.

#### **14. Right of Appeal of Disciplined Member**

- 14.1 A member may appeal to the Company in General Meeting against a resolution of the Board of Management which is confirmed under subrule 13.4, within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- 14.2 Upon receipt of a notice under subrule 14.1, the Secretary shall notify the Board of Management which shall convene a General Meeting of the Company to be held within 21 days after the date of which the Secretary received the notice, or as soon as possible after that date.
- 14.3 At a General Meeting of the Company convened under subrule 14.2 –
  - 14.3.1 no business other than the question of the appeal shall be transacted;
  - 14.3.2 the Board of Management and the member shall be given the opportunity to make representations in relation to the appeal orally or in writing, of both; and
  - 14.3.3 the members present shall vote by secret ballot on the question of whether the resolution made under subrule 13.4 should be confirmed or revoked.
- 14.4 If the meeting passes a special resolution in favour of the confirmation of the resolution made under subrule 13.4, that resolution is confirmed.

### **PART 3 - THE BOARD**

#### **15. Powers of the Board**

- 15.1 The Board of Management, subject to the Corporations Act, these rules, and to any resolution passed by the Company in General Meeting:

- 15.1.1 shall control and manage the affairs of the Company;
- 15.1.2 may exercise all such functions as may be exercised by the Company other than those functions that are required by these rules to be exercised by the Company in General Meeting; and
- 15.1.3 has the power to perform all such acts and do all such things as appear to the Board of Management to be necessary or desirable for the proper management of the affairs of the Company.
- 15.2 To attain the Company's objectives the Board of Management is empowered to:
  - 15.2.1 Purchase, receive, lease, exchange, hire or otherwise acquire any personal property.
  - 15.2.2 Invest and deal with monies of the Company in such manner as may from time to time be determined.
  - 15.2.3 Sell, improve manage, lease, mortgage or otherwise deal with all or any part of the real property or assets of the Company.
  - 15.2.4 Employ staff as required.
  - 15.2.5 To raise funds by means of subscriptions and contributions or any other means for the carrying on of the affairs of the Company.
  - 15.2.6 Undertake such other lawful acts as will facilitate the realisation of the Company's objectives.

## **16. Constitution and Membership**

- 16.1 The Board of Management shall consist of a minimum of six and up to a maximum of fifteen members being persons meeting skills as determined from time to time by the Board of Management to better achieve the Objectives of the Company, and provide good governance of the Company, with the required skills being set out in the Board skills matrix as approved by the Board from time to time and available on the Company's website, provided that:
  - 16.1.1 there shall be one each from at least four members from the following constituencies: Australian Capital Territory, New South Wales, Northern Territory, Queensland, South Australia, Tasmania, Victoria, and Western Australia; and
  - 16.1.2 no more than 50% of the members may be from any one constituency.
- 16.2 The Board shall be elected at the Annual General Meeting, by separate resolution for each Board Member.
- 16.3 Half of the positions on the Board of Management will become vacant at each Annual General Meeting being the positions of those Board Members who were appointed by the Board of Management to fill a vacancy under clause 16.6 and those who have been longest in office since last being elected.
- 16.4 Board Members will hold office for a term of two years unless required to stand for re- election under clause 16.5.
- 16.5 Any Board Member is eligible to stand for re-election for a further two terms,

serving a total of six years (if initially elected at an Annual General Meeting) after which the member shall stand down for one term before being eligible to stand for another term.

- 16.6 If there is a vacancy in the membership of the Board of Management, the Board of Management may appoint a member to fill the vacancy and the member so appointed holds office, subject to these rules, until the conclusion of the next Annual General Meeting after the date of the appointment.
- 16.7 Each member of the Board of Management shall have one vote. Where there is an equality of votes the matter shall be resolved in the negative.
- 16.8 No member of the Board of Management shall be entitled to compensation for services rendered to the Company other than the reimbursement of actual expenses incurred in carrying out duties on behalf of the Company as approved by the Board of Management from time to time.

## **17. Election of Board Members**

- 17.1 A person is eligible for election as a member of the Board of Management of the Company if they:
  - 17.1.1 are a member of the Company, or a voting representative of a member of the Company; and
  - 17.1.2 are not ineligible to be a director under the Corporations Act or the ACNC Act.
- 17.2 (Subject to clause 17.3) nominations of candidates for election as members of the Board of Management of the Company-
  - 17.2.1 Shall be made in writing.
  - 17.2.2 Shall be signed by a nominator and a seconder, each of whom shall be an Ordinary member.
  - 17.2.3 Shall be accompanied by the written consent of the candidate.
  - 17.2.4 Shall be delivered to the Secretary of the Company prior to the commencement of the Annual General Meeting at which the election is to take place.
- 17.3 Nominations of candidates for election as members of the Board of Management shall be made in accordance with the Nomination Procedure as approved by the Board from time to time and available on the Company's website.
- 17.4 If insufficient nominations (or in the opinion of the Board of Management, insufficient nominations meeting the requirements of the Board skills matrix referred to in clause 16.1) are received to fill all vacancies on the Board of Management, the candidates nominated shall be deemed to be elected.
- 17.5 If insufficient nominations are received, any vacant positions remaining on the Board of Management shall be deemed to be vacancies.
- 17.6 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be taken to be elected.
- 17.7 If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- 17.8 The ballot for the election of the members of the Board of Management shall

be conducted at the Annual General Meeting in such manner as the Board of Management may direct.

- 17.9 At the first meeting of the Board of Management following an Annual General Meeting, the elected members of the Board of Management shall elect from the elected Board membership, the four office-bearers.

## **18. Office Bearers of the Company**

- 18.1 The Office of Bearers of the Company shall be:
- 18.1.1 The President
  - 18.1.2 The Vice President
  - 18.1.3 The Treasurer and
  - 18.1.4 The Secretary
- 18.2 The President shall, when present, preside at all meetings of the membership and the Board of Management and shall serve Ex Officio on the committees established by the Board of Management and shall perform such other duties as usually pertain to this office.
- 18.3 The Vice President shall have such powers and perform such duties as the Board of Management may from time to time prescribe or as the President may from time to time delegate. In the case of the absence of the President or the President's inability to act in the role of President, the Vice President shall perform the duties of the President.
- 18.4 The Secretary of the Company shall, as soon as practicable after being appointed as Secretary, notify the Company of his or her address.
- 18.5 The Secretary shall be responsible for:
- 18.5.1 keeping of minutes of all elections and appointments of office-bearers and ordinary Board Members;
  - 18.5.2 keeping of minutes of the names of members of the Board present at a Board meeting or General Meeting;
  - 18.5.3 keeping of minutes of all proceedings at Board meetings and General Meetings;
  - 18.5.4 maintaining all records or correspondence.
  - 18.5.5 calling meetings of the Company.
- 18.6 Minutes of proceedings at a meeting shall be signed by the person presiding at the meeting or by a person presiding at the next succeeding meeting.
- 18.7 The Treasurer of the Company shall be responsible for and oversee the financial management of the Company by which the Company:
- 18.7.1 collects and receives all moneys due to the Company and makes payments authorised by the Company: and
  - 18.7.2 keeps fair and accurate accounts and books showing the financial affairs of the Company with full details of all receipts and expenditure connected with the activities of the Company.
  - 18.7.3 prepares financial statements for presentation at the Annual General Meeting.
- 18.8 Any two of the positions of Secretary or Treasurer may be held by one person concurrently but if one person does hold the two positions that person

shall have only one vote on the Board of Management.

## **19. The Executive Director**

- 19.1 The Board of Management may appoint an Executive Director who shall be deemed to be an officer of the Company and shall be entitled to attend meetings of the Board of Management however shall not have voting rights at meetings of the Board of Management.
- 19.2 The Executive Director if appointed shall supervise and conduct the affairs of the Company as directed by the Board of Management and shall carry out the duties necessary to discharge the responsibilities of the Secretary as required by the Secretary.

## **20. Vacancies**

- 20.1 For the purpose of these rules, a vacancy in the office of a member of the Board of Management occurs if the member-
- 20.1.1 dies,
  - 20.1.2 resigns from office by writing under his or her hand addressed to the Board of Management,
  - 20.1.3 is removed from office pursuant to rule 21,
  - 20.1.4 becomes an insolvent under administration within the meaning of the Corporations Act,
  - 20.1.5 becomes ineligible to be a director of the Company under the Corporations Act or the ACNC Act,
  - 20.1.6 ceases to be member of the Company,
  - 20.1.7 fails to pay all arrears of subscription due to him or her within fourteen days after he or she has ceased to be financial member of the Company,
  - 20.1.8 fails, without leave granted by the Board of Management, to attend four consecutive meetings of the Board of Management provided that after the third meeting that the member has failed to attend, he or she is notified in writing of the time and place of the next meeting and that the failure to attend will result in the cessation of his or her membership of the Board of Management.

## **21. Removal of Board Members**

- 21.1 The Company in General Meetings may by resolution, remove any member of the Board from the office of member of the Board before the expiration of the member's term of office.
- 21.2 If a member of the Board is dilatory in their responsibility to the Board, they may be removed by resolution of such Board carried by a two-thirds majority of those present and voting.
- 21.3 If a Board is to remove a member of the Board according to subrule 21.2, then the Board shall adopt a discipline and appeals process in accordance with rule 13 and 14.

## **22. Board Meeting and Quorum**

- 22.1 The Board of Management shall meet at least twice in each calendar year at

- such place and time as the Board of Management may determine.
- 22.2 Fourteen days notice of a meeting of the Board of Management should be given to its members. The period of notice may be waived by an affirmative vote of members present voting at a meeting provided all members have received not less than 24 hours notice.
- 22.3 A quorum for a meeting of the Board of Management shall be five members of the Board of Management.
- 22.4 Meetings of the Board of Management may be held by telephone conversation or other remote means as determined from time to time by the Board of Management but may be held in person if this is convenient to members of the Board of Management. Meetings of the Board of Management may be held partly in person and partly by telephone conference or other remote means.
- 22.5 No business shall be transacted by the Board of Management unless a quorum is present and if within half an hour after the time appointed for the meeting a quorum is not present the meeting stands adjourned, in accordance with subrule 33.2 and 33.3.
- 22.6 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting shall be dissolved.
- 22.7 At meetings of the Board-
- 22.7.1 the President or in the absence of the President, the Vice President shall preside: or
- 22.7.2 if the President and the Vice President are absent, one of the remaining members of the Board of Management may be chosen by the members present to preside.
- 22.8 The Board of Management may grant leave of absence from Board Meetings to a member, for a specific period, upon written request by that member.
- 22.9 A Board Member may not take leave of absence until that member's request has been approved by the Board of Management.

### **23. Powers of Board of Management**

- 23.1 The Board Members are responsible for managing and directing the activities of the Company to achieve the purpose(s) set out in clause 2.
- 23.2 The Board Members may use all the powers of the Company except for powers that, under the Corporations Act or this constitution, may only be used by members.
- 23.3 The Board Members must decide on the responsible financial management of the Company including:
- 23.3.1 any suitable written delegations of power under clause 25 and
- 23.3.2 how money will be managed, such as how electronic transfers, negotiable instruments or cheques must be authorised and signed or otherwise approved.



## **24. Duties of Board Members**

- 24.1 The Board Members must comply with their duties as directors under legislation and common law (judge-made law), and with the duties described in governance standard 5 of the regulations made under the ACNC Act which are:
- 24.1.1 to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a director of the Company
  - 24.1.2 to act in good faith in the best interests of the company and to further the charitable purpose(s) of the Company set out in clause 2
  - 24.1.3 not to misuse their position as a director
  - 24.1.4 not to misuse information they gain in their role as a director
  - 24.1.5 to disclose any perceived or actual material conflicts of interest in the manner set out in clause 56
  - 24.1.6 to ensure that the financial affairs of the Company are managed responsibly, and
  - 24.1.7 not to allow the Company to operate while it is insolvent.

## **25. Delegation by Board to Sub-Committee**

- 25.1 The Board of Management may, by instruction in writing, delegate to one or more sub- committees (consisting of such member or members of the Company as the Board of Management thinks fit) the exercise of such of the functions of the Board of Management as are specified in the instrument, other than-
- 25.1.1 this power of delegation; and
  - 25.1.2 a function which is a function imposed on the Board of Management by resolution of the Company in General Meeting.
- 25.2 A function, the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- 25.3 A delegation under this rule may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- 25.4 Notwithstanding any delegation under this rule, the Board of Management may continue to exercise any function delegated.
- 25.5 Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had done or suffered by the Board of Management.
- 25.6 The Board of Management may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- 25.7 A sub-committee may meet and adjourn as it thinks proper.

## **26. Voting and Decisions**

- 26.1 Questions arising at the meeting of the Board of any sub-committee appointed by the Board shall be determined by a majority of the votes of members of the

- Board or sub- committee present at the meeting.
- 26.2 Each member present at a meeting of the Board or any sub-committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the question will be deemed to be resolved in the negative.
- 26.3 Subject to subrule 22.3, the Board may act notwithstanding any vacancy on the Board.
- 26.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a sub-committee appointed by the Board, is valid and effectual notwithstanding any defect of any member of the Board or sub-committee.

#### **PART 4 – GENERAL MEETINGS**

##### **27. Annual General Meetings – Holding of**

- 27.1 The Company shall, at least once in each calendar year and within the period of four months after the expiration of each financial year of the Company, convene an Annual General Meeting of its members.

##### **28. Annual General Meetings – Calling of and Business at**

- 28.1 The Annual General Meeting of the Company shall be convened on such date and at such place and time as the Board of Management thinks fit including conducting the meeting by teleconference, over the internet, or by any other electronic means reasonably accessible by the members.
- 28.2 In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting shall be-
- 28.2.1 to confirm the minutes of the last preceding Annual General Meeting and of any General Meeting held since that Meeting;
  - 28.2.2 to receive from the Board of Management and the auditor or reviewer, reports on the activities of the Company during the last preceding financial year;
  - 28.2.3 to elect members of the Board of Management; and
  - 28.2.4 to receive and consider the statement of accounts and the reports that are required to be submitted to members pursuant to the ACNC Act;
  - 28.2.5 to confirm the Board of Management's appointment of the Auditor or reviewer for the Company for the financial year following the Annual General Meeting.
- 28.3 The Annual General Meeting may transact special business of which notice is given in accordance with this constitution.
- 28.4 An Annual General Meeting shall be in addition to any other meetings that may be held in the same year and shall be specified as such in the notice convening it.

##### **29. General Meetings – Calling of**

- 29.1 The Board of Management may, whenever it thinks fit, convene a General Meeting of the Company to consider a special resolution of the Company.

- 29.2 The Board of Management shall, on the requisition in writing of not less than ten per cent of the total number of members, or in writing of three members of the Board of Management, convene a General Meeting of the Company.
- 29.3 A requisition of members for a General Meeting-
- 29.3.1 shall state the purpose or purposes of the meeting;
  - 29.3.2 shall be signed by the members making the requisition;
  - 29.3.3 shall be lodged with the Secretary; and
  - 29.3.4 may consist of several documents in a similar form, each signed by one or more members making the requisition.
- 29.4 Such General Meetings may be conducted per medium of postal ballot or other data transfer means. Any special resolution balloted by this means shall require a three-quarters majority to be passed providing that 50% of those eligible to cast a written ballot on or before the date specified by the Secretary for the receipt of ballot papers.
- 29.5 If the Board of Management fails to convene a General Meeting within twenty eight days after the date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a meeting to be held not more than two months after that date.
- 29.6 A General Meeting convened by a member or members referred to in subrule 29.5 shall be convened as nearly as is practicable in the same manner as General Meetings are convened as nearly by the Board of Management and any member who thereby incurs expense is entitled to be reimbursed by Company for any reasonable expense so incurred.
- 29.7 Ballot procedures for special resolution of General Meetings shall be determined by the Board of Management from time to time subject to a clear twenty-one days from time of issue of the ballot to the closing date for the receipt of completed ballots.

### **30. Notice of Annual General and General Meetings**

- 30.1 The Secretary shall, at least twenty eight days before the date fixed for the holding of any General Meeting, cause to be sent by post or such electronic or other means determined by the Secretary, to each member at the member's recorded address appearing in the Register of Members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 30.2 Where the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Company, the Secretary shall, at least twenty-eight days before the date fixed for the holding of the General Meeting, cause notice to be sent to each member in the manner provided in subrule 30.1 specifying, in addition to the matter required under that subrule, the intention to propose the resolution as a special resolution.
- 30.3 No business other than that specified in the notice convening a General Meeting shall be transacted at the meeting except, in the case of an Annual General Meeting, business that may be transacted pursuant to subrule 28.2.
- 30.4 A member desiring to bring any business before a General Meeting may give

notice in writing of that business to the Secretary who shall include that notice from the member.

### **31. General Meetings – Procedure and Quorum**

- 31.1 No item of business shall be transacted at a General Meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- 31.2 20 per cent of Ordinary Members present in person (being members entitled under these rules to vote at a General Meeting and an Annual General Meeting) constitute a quorum for transaction of the business of a General Meeting.

### **32. Presiding Member**

- 32.1 The President, or in the absence of the President, the Vice President, shall preside at each General Meeting and Annual General Meeting of the Company.
- 32.2 If the President and the Vice President are absent from the General Meeting or Annual General, the members present shall elect one of their number to preside at the meeting.

### **33. Adjournment**

- 33.1 The person presiding at a General Meeting or Annual General Meeting at which a quorum is present may, with the consent of the majority members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 33.2 Where a General Meeting or Annual General is adjourned for 14 days or more, the Secretary shall give written or oral notice of the adjourned meeting to each member of the Company stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 33.3 Except as provided in subrules 33.1 and 33.2, notice of an adjournment of a General Meeting and Annual Meeting, or of the business to be transacted at an adjourned meeting, is not required to be given.

### **34. Making of Decisions**

- 34.1 A question arising at a General Meeting and Annual General Meetings of the Company shall be determined on a show of hands and unless a poll is demanded, a declaration by the person presiding that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Company, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 34.2 At a General Meeting and Annual General Meeting of the Company, a poll may be demanded by the person presiding or by not less than three members present in person or by proxy at the meeting.
- 34.3 Where the poll is demanded at a General Meeting and Annual General

Meeting, the poll shall be taken-

- 34.3.1 immediately in the case of poll which relates to the election of the person to preside at the meeting or to the question of an adjournment; or
- 34.3.2 in any other case, in such manner and at such time before the close of the meeting as the person presiding directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

### **35. Voting**

- 35.1 Upon any question arising at a General Meeting and Annual General Meeting of the Company, the voting representatives of Ordinary Members have one vote only.
- 35.2 All votes shall be given personally or by proxy but no member may hold more than five proxies.
- 35.3 In the case of an equality of votes on a question at a general meeting, the question will be deemed to be resolved in the negative.
- 35.4 A member or proxy is not entitled to vote at any general meeting of the Company unless all money due and payable by the member or proxy to the Company has been paid, other than the amount of the annual subscription payable in respect of the then current year.
- 35.5 All members shall be entitled to attend all Annual General Meetings and General Meetings of the Company.
- 35.6 All non-voting members shall have the privilege of the floor but shall not be entitled to vote at the aforementioned meetings.

### **36. Appointment of Proxies**

- 36.1 Each Ordinary member shall be entitled to appoint another Ordinary member as proxy by notice give to the Secretary no later than immediately prior to the commencement of the meetings in respect of which the proxy is appointed.
- 36.2 The notice appointing the proxy shall be in the form set out in Appendix 1 to these rules or such form as determined by the Board from time to time.

## **PART 5 – PUBLIC GIFT FUND**

### **37. Establishment and maintenance of public gift fund**

- 37.1 At all times during which the Company or a public gift fund operated by the Company is endorsed as a deductible gift recipient, the Company must establish and maintain a fund to be called the Performing Arts Connections Australia Donation Fund, to which gifts to the Company are to be made in accordance with the following:
  - 37.1.1 the objects of the public gift fund will comprise the objects of the Company set out in clause 2;

- 37.1.2 the Company will comply with any rules that the Treasury Minister or Minister for the Arts make to ensure that gifts made to the public gift fund are only used for the Company's principal purpose;
- 37.1.3 the Company will invite members of the public to make gifts to the public gift fund;
- 37.1.4 any monetary gifts received by the Company under paragraph (c) including interest thereon will be deposited into or credited to the public gift fund in the following manner:
- (a) a separate bank account will be established for the purpose of the public gift fund;
  - (b) these monies will be kept separate from other funds of the Company and will only be used to further the primary object of the Company;
  - (c) investment of monies in the public gift fund will be made in accordance with the guidelines for public gift funds as specified by the Australian Taxation Office;
  - (d) receipts under the name of the Company will be issued to the person who made the gift to the public gift fund and will state:
    - the name of the public gift fund and that the receipt is for a gift made to the public gift fund;
    - the Australian Business Number of the Company;
    - the date the gift was received;
    - any other matter required to be included on the receipt pursuant to the requirements of the Tax Act;
- 37.1.5 the fund will be administered by the public gift fund management committee which is constituted and must exercise its duties in accordance with clause 38;
- 37.1.6 the assets and income of the public gift fund must be applied solely in the furtherance of the objects of the public gift fund;
- 37.1.7 no monies/assets in the public gift fund will be distributed to members or office bearers of the Company, except as reimbursement for out-of-pocket expenses incurred on behalf of the public gift fund or proper remuneration for administrative services;
- 37.1.8 the public gift fund must not accept any money or property except for gifts that are accepted by the public gift fund in the manner set out in this clause;
- 37.1.9 the public gift fund must operate otherwise in accordance with any applicable requirements of the Tax Act; and
- 37.1.10 gifts for the purposes of this clause include contributions described in item 7 or 8 of the table in section 30-15(1) of the Tax Act.

### **38. Register of Cultural Organisations**

- 38.1 The public gift fund will be listed on the Register of Cultural Organisations.
- 38.2 The government department responsible for the Register of Cultural Organisations will be notified of any proposed amendments or alterations to provisions for the public gift fund, to assess the effect of any amendments on the public gift fund's continuing deductible gift recipient status.
- 38.3 The Company must provide to the government department responsible for the Register of Cultural Organisations statistical information on the gifts made to the public gift fund every six months.

### **39. Public Gift Fund Management Committee**

- 39.1 The Company must establish a management committee to administer the public gift fund, the majority of whom are responsible persons and must permit the operation of the management committee at all times during which the Company is required to maintain a public gift fund.
- 39.2 The public gift fund management committee shall be responsible for the overall management of the public gift fund. in the course of managing the public gift fund, the public gift fund management committee is responsible for advising the Board of Management upon:
  - 39.2.1 the conduct of fundraising for the public gift fund:
  - 39.2.2 the investment and disbursement of the proceeds of the public gift fund; and
  - 39.2.3 any other matters that materially affect the operation of the public gift fund;

and the Board of Management shall receive, consider and be guided by the advice of the public gift fund management committee (but only to the extent that such advice does not conflict with the directors' obligations under the ACNC Act). Subject thereto, the management and control of the Company shall be vested in the Board of Management.

- 39.3 The Board of Management must appoint persons to the public gift fund management committee from time to time and must ensure that the public gift fund management committee at all times comprises no less than three persons, a majority of whom must be responsible persons.
- 39.4 If, at any time, the public gift fund management committee does not comprise a majority of persons that are responsible persons, then the public gift fund management committee must not exercise any discretion or power until this requirement is satisfied, except to protect the property of the public gift fund.
- 39.5 For the avoidance of doubt, a Board Member may be appointed to the public gift fund management committee.
- 39.6 Each person appointed to the public gift fund management committee shall serve a term of four years from the date of appointment, at the end of which period such member shall retire from office but shall be eligible for reappointment by the Board of Management.

- 39.7 Any member of the public gift fund management committee may resign from office prior to the expiration of their four year term by giving written notice of resignation to the Board of Management. The resignation will take effect 21 business days after the date of the notice.
- 39.8 A person appointed to the public gift fund management committee shall hold office only for the balance of the term for which member being replaced was appointed, after which period the recently appointed member shall retire from office but shall be eligible for reappointment.

#### **40. Meetings of the public fund management committee**

- 40.1 Subject to the requirements in this clause, the public gift fund management committee may meet for the despatch of business, adjourn and otherwise regulate its meetings and proceedings as it thinks fit.
- 40.2 Questions arising at any meeting of the public gift fund management committee shall be decided by a majority of votes and a decision by a majority of those committee members present shall for all purposes be deemed to be a decision of the public gift fund management committee. in the case of an equality of votes, the chair of the meeting shall have a second or casting vote.
- 40.3 The quorum necessary for the transaction of the business of the public gift fund management committee shall be at least two thirds of that committee.
- 40.4 The public gift fund management committee must cause minutes to be kept of all persons present at any of its meetings and of all proceedings at any such meetings. such minutes shall be verified by the signature of the chair of the meeting at which the proceedings were held or the signature of the chair of the next succeeding meeting.

### **PART 6 – MISCELLANEOUS**

#### **41. Funds – Source**

- 41.1 The funds of the Company shall be derived from annual subscriptions of members, donations and, subject to any resolution passed by the Company in General Meeting, such other sources as the Board of Management determines.
- 41.2 All money received by the Company shall be deposited as soon as practicable and without deduction to the Company's bank account.
- 41.3 The Company shall, as soon as practicable after receiving any money, issue an appropriate receipt.

#### **42. Funds - Management**

- 42.1 Subject to any resolution passed by the Company in General Meeting, the funds of the Company shall be used in pursuance of the objects of the Company in such a manner as the Board of Management determines.
- 42.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable



instruments shall be signed by such persons, as the Board of Management shall from time to time nominate for that purpose.

42.3 No cheques shall be drawn on the Company's bank account or accounts except for the payment of expenditure that has been approved or ratified by the Board of Management.

42.4 True accounts shall be kept:

42.4.1 of all sums of money received and expended by the Company and the manner of which the receipt or expenditure takes place.

42.4.2 Of the property, credits and liabilities of the Company.

### **43. Alteration of Objects and Rules**

43.1 Subject to clause 43.2, the members may amend this constitution by passing a special resolution.

43.2 The members must not pass a special resolution that amends this constitution if passing it causes the Company to no longer be a charity.

43.3 Any proposed special resolution shall be subject to at least 28 days notice being given in writing by the Secretary to all voting representatives of Ordinary Members and must be carried by a three-quarters majority of voting representatives of Ordinary Members present personally or by proxy and voting.

### **44. Common Seal**

44.1 The common seal of the Company shall be kept in the custody of the Secretary.

44.2 The common seal shall not be affixed to any instrument except by the authority of the Board of Management and the affixing of the common seal shall be attested by the signatures of two members of the Board of Management or one member of the Board of Management and of the Public Officer or such person as the Board of Management may appoint to that purpose and that attestation is sufficient for all purposes that the seal was affixed by the authority of the Board of Management.

44.3 The seal of the Company shall be in the form of a rubber stamp inscribed with the name of the Company encircling the word "seal".

44.4 The Company may execute a document without using the common seal if the document is signed by 2 members of the Board of Management.

### **45. Custody of Books**

45.1 Subject to the Corporations Act and these rules, the Secretary shall keep in his or her control all records, and other documents or securities relating to the Company.

### **46. Inspection of Books**

46.1 The records, books and other documents of the Company shall be open to inspection at a place in the territory, free of charge, by a member of the Company at any reasonable hour.

- 46.2 Subject to clause 46.3, on the request of a member the Company must give the member a copy of any document if required by the Corporations Act or these rules.
- 46.3 The Board of Management may refuse to provide a copy of any document in accordance with clause 46.2 if it considers that allowing access to the document would be prejudicial to the interests of the Company, or these rules provide for the Board of Management to refuse to provide a copy.

#### **47. Service of Notices**

- 47.1 For the purpose of these rules, a notice may be served by on behalf of the Company upon any member at the member's address shown in the Register of Members.
- 47.2 Where a document is sent to a person by properly addressing, prepaying and posting it the person a letter containing the document, the document shall unless the contrary is proved, be deemed for the purpose of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

#### **48. Distribution of surplus assets**

- 48.1 If the Company is wound up, any surplus assets must not be distributed to a member or a former member of the Company, unless that member or former member is a charity described in clause 48.2.
- 48.2 On the earlier of:
- (a) the winding up or dissolution of the Company; and
  - (b) if the Company is endorsed as a deductible gift recipient, the revocation of that endorsement,
- any surplus assets must not be paid to or distributed among the members but must be given or transferred to one or more organisations selected by the members at or before the time of dissolution or revocation of endorsement:
- (c) having objects similar to the objects of the Company set out in clause 2;
  - (d) which operates a public gift fund that is covered by item 12.1.1 in the table in section 30-100(1) of the Tax Act; and
  - (e) which by its constitution is required to apply its profits (if any) or other income in promoting its objects and is prohibited from distributing its income and property to its members.
- 48.3 If there are no institutions meeting the requirements of clause 48.2, the surplus assets must be paid or distributed to one or more other institutions, associations or bodies (whether or not a member or members) selected by the members at or before the dissolution of the Company, the objects of which are the promotion of charity and gifts to which are allowable deductions under the Tax Act.
- 48.4 The decision as to the charity or charities to be given the surplus assets must be made by a special resolution of members at or before the time of winding

up. If the members do not make this decision, the Company may apply to the Supreme Court to make this decision.

#### **49. Dissolution**

- 49.1 In accordance with section 491 of the Corporations Act, the Company may be wound up by a resolution passed by a majority of not less than two thirds of members present in person or by proxy at a Special General meeting called for that purpose. The provision of subrule relating to ballot by postal or data transfer means shall not apply in regard to voting on dissolution.
- 49.2 Twenty-eight days notice shall be given to all members of the Company of any proposal to wind up the Company.

#### **50. Public Officer**

- 50.1 The Board of Management shall appoint a person of at least 18 years of age and who resides in Australia to be the Public Officer of the Company.
- 50.2 If the office of Public Officer becomes vacant the Board of Management shall within 14 days after the vacancy occurred, appoint some other person to be the Public Officer in their place.

#### **51. Pecuniary Gain**

- 51.1 The Company must always remain a non-profit organisation without distribution to any member or shareholder of any profit or surplus.

#### **52. Auditor or Reviewer**

- 52.1 The Board of Management shall appoint an auditor or reviewer for the Company as prescribed by the ACNC Act.
- 52.2 The Annual General Meeting shall confirm the Board of Management's appointment of the auditor or reviewer for the financial year following the Annual General Meeting.
- 52.3 Auditors may only be removed by a members' resolution at a General Meeting.

#### **53. Register of Members**

- 53.1 The Company must establish and maintain a Register of Members. The Secretary shall keep the Register of Members and their voting representatives in which shall be entered the names and addresses of all members of the Company and any other information required by the Corporations Act or the ACNC Act.
- 53.2 Subject to clause 53.3 the Register of Members and their voting representatives and books of account of the Company shall be open to the inspection of every member of the Company at all reasonable times and shall be tabled and on display at all Annual General Meetings.
- 53.3 The Board of Management:
- 53.3.1 Must refuse to allow inspection of the Register if allowing inspection would provide access to personal information of a member without the consent of the member, and

- 53.3.2 May refuse to allow inspection of the Register if the Act or these rules provide for the Board of Management to refuse inspection.

#### **54. Income and Property**

- 54.1 The income and property of the Company however derived, shall be applied solely towards the promotion of the objects of the Company and no portion thereof shall be paid or transferred, directly or indirectly, by dividend, bonus or otherwise, to any member of the Company.
- 54.2 Notwithstanding subrule 54.1, the Company may authorise the payment in good faith to a worker or member of the Company for:
  - 54.2.1 remuneration in return for services actually rendered to the Company by the worker or member or for goods supplied to the Company by the worker or member in the ordinary course of business;
  - 54.2.2 interest at current bank overdraft rate on money lent; or
  - 54.2.3 a reasonable and proper sum by way of rent for premises let to the Company by the worker or the member.
- 54.3 The Board of Management must establish an Operating Reserve Fund in accordance with the Operating Reserve Policy approved by the Board from time to time and available on the Company's website.
- 54.4 The Operating Reserve Fund must be recorded in the financial records of the Company and managed in accordance with the Operating Reserve Policy.

#### **55. Appointment of Staff**

- 55.1 An Executive Director may be employed full time or part time or the position may be left vacant subject to any decision of the Board of Management.
- 55.2 The Executive Director of the Company shall be entitled to compensation for services rendered to the Company, such compensation and possible contract of employment shall be determined by the Board of Management from time to time.
- 55.3 The Board of Management may appoint or may arrange to be appointed such staff as are needed by the Company from time to time and shall designate or arrange to designated the terms of such appointments.

#### **56. Conflict of Interest**

- 56.1 A member of the Board of Management who has any actual or perceived material personal interest in any matter being considered at a meeting of the Board of Management must disclose the nature and extent of that interest in accordance with the ACNC Act.
- 56.2 No member of the Board of Management may be present or vote in respect of any matter in which that member is so interested and if the member does so vote that vote shall not be counted.